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Massachusetts Mutual Life Insurance Company and
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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE TREMONT SECURITIES LAW, STATE LAW
AND INSURANCE LITIGATION

This Document Relates to Insurance Action
09 Civ. 557 (TPG)

Master File No. 08-Civ. 11117
(TPG)

**RESPONSE OF MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY
AND MASSMUTUAL HOLDING LLC TO PLAINTIFFS'
MOTION FOR CERTIFICATION OF THE SETTLEMENT CLASS
AND FINAL APPROVAL OF THE PARTIAL SETTLEMENT**

Non-Settling Defendants Massachusetts Mutual Life Insurance Company and MassMutual Holding LLC (collectively, the “MassMutual Defendants”) do not oppose the Plaintiffs’ Motion for Certification of the Settlement Class and Final Approval of the Partial Settlement (“Motion”). The MassMutual Defendants, however, do not concede that the standards for class certification have been or could be satisfied in this case and reserve the right to oppose any motion for class certification that may be made in the future.

Dated: New York, New York
December 22, 2009

BINGHAM MCCUTCHEN LLP

By: /s/Kenneth I. Schacter

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